

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,
et al.

Debtors.¹

PROMESA
Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

**JOINDER OF GOLDMAN SACHS & CO. LLC AND GOLDMAN SACHS BANK USA
TO THE JOINT LIMITED OBJECTION OF BANK DEFENDANTS TO URGENT
MOTION OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD OF
PUERTO RICO TO ENFORCE ORDER UNDER BANKRUPTCY RULES 1007(i) AND
2004 AUTHORIZING DISCOVERY AND COMPELLING
DISCLOSURE OF LISTS OF SECURITY HOLDERS**

Goldman Sachs & Co. LLC² and Goldman Sachs Bank USA (collectively, “**Goldman**”) respectfully submit this joinder to the *Joint Limited Objection of Bank Defendants to Urgent Motion of the Financial Oversight and Management Board of Puerto Rico to Enforce Order Under Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* [Dkt. No. 6900] (the “**Objection**”) filed by Bank of America, N.A., the Bank of New York Mellon, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc.,

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Case No. 17 BK 4780- LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² For the avoidance of doubt, Goldman Sachs & Co. LLC includes Goldman Sachs Execution & Clearing, L.P., which was merged into Goldman Sachs & Co. LLC effective as of June 12, 2017.

Pershing LLC, RBC Capital Markets, LLC, RBC Dominion Securities Inc., UBS Financial Services Inc., and UBS Securities LLC (collectively the “**Bank Defendants**”). In support of this joinder, Goldman respectfully states the following:

1. On May 10, 2019, the Bank Defendants filed the Objection to the *Urgent Motion of the Financial Oversight and Management Board of Puerto Rico to Enforce Order Under Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* [Dkt. No. 6853] (the “**Motion**”). The Motion seeks entry of an order attached as Exhibit A to the Motion (“**SCC Proposed Order**”), which, among other things, would ostensibly require the financial institutions that are “identified at Appendix 2 to Exhibit B” to the Motion (which the Motion defines as “Participant Holders”) “to produce a list of all beneficial holders of Challenged Bonds to whom payments of purported principal and interest were transferred with respect to the bond series and date ranges at Appendix 3 to Exhibit B [to the Motion], together with the amounts and dates of such payments and service address information for each such transferee, and subject to the exclusions described therein.” (Motion ¶ 18.) Goldman is one of the financial institutions identified on Appendix 2 to Exhibit B of the Motion. As set forth in the Objection, the Bank Defendants dispute the existence of any basis for the relief sought in the SCC Proposed Order in the event that the Participant Holders are unable to certify full compliance with the document requests attached as Exhibit B to the Motion by the deadlines set forth in the Motion. For those reasons, among others, the Objection seeks entry of an order substantially in the form attached as Exhibit A (“**Bank Defendants’ Proposed Order**”) to the Declaration of Roberto C. Quiñones-Rivera [Dkt. No. 6901], dated May 10, 2019, accompanying the Objection, instead of the SCC Proposed Order.

2. For all of the reasons set forth in the Objection, which Goldman adopts and incorporates by reference herein, Goldman hereby joins in the Objection, as of the date of its filing, and respectfully requests entry of the Bank Defendants' Proposed Order instead of the SCC Proposed Order and such other relief requested in the Objection as this Court deems just and proper.

I HEREBY CERTIFY that I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all attorneys of record.

May 13, 2019

Respectfully submitted,

Goldman Sachs & Co. LLC

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